RECORDATION NO. Filed 1425

DEC 15 1978 -12 25 PM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS

This Statement of New Numbers, amends the Security Agreement, securing Railfund '75 Joint Venture filed on August 16, 1976 with the Interstate Commerce Commission, which Security Agreement was given Recordation No. 8443.

The Serial Numbers for the Collateral described in the aforesaid Security Agreement have been changed and the new serial numbers are as stated on Schedule A, which is attached hereto and made a part hereof by this reference.

Except as otherwise expressly stated herein, the terms and conditions of the aforesaid Security Agreement shall be inaffected hereby, and have full force and effect against the Debtor.

IN WITNESS WHEREOF, the attorney-in-fact for Debtor has caused this Statement of New Numbers to be executed as of the day and year first above written.

Attorney-in-Eact

STATE OF MARYLAND, MONTGOMERY COUNTY, To Wit:

I HEREBY CERTIFY, that on 12th day of December, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Matthew J Knstautin and he acknowledged the foregoing Agreement to be his act and deed as attorney-in-fact for all debtors and secured party named therein.

AS WITNESS my hand and Notarial Seal.

MY COMMISSION EXPIRES:

7-1-82

Hotary Public Canterbury

SCHEDULE A

RAILFUND '75 JOINT VENTURE

Purchaser of Freight Cars	No. of Cars Financed By Railfund	Serial No. of Purchased Car	New Serial No. of Purchased Car
Mark S. Rothman Sandra Rothman 5530 Wisconsin Avenue Chevy Chase, Maryland 20015	1	VC 9052	HCRC 9052
Stephen H. Paley Maralyn Paley 5530 Wisconsin Avenue Chevy Chase, Maryland 2001	5 1	VC 9053	HCRC 9053
Ivan J. Shefferman Selma Mae Shefferman 5530 Wisconsin Avenue Chevy Chase, Maryland	1	VC 9051	HCRC 9051
R. W. Beavers Peggy Beavers 801 Leverton Road Rockville, Maryland	1	VC 9054	HCRC 9054

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